

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

_____)	
In re)	Chapter 11
)	
SGP ACQUISITION, LLC,)	Case No. 04-13382 (PJW)
)	
Debtor.)	
_____)	
)	
SLAZENGERS LIMITED; DUNLOP)	
SLAZENGER INTERNATIONAL)	Civ. No. _____
LIMITED; DUNLOP SPORTS GROUP)	
AMERICAS, INC.; DUNLOP)	
SLAZENGER MANUFACTURING LLC,)	
)	
Appellants,)	
)	
against)	
)	
SGP ACQUISITION, LLC; CREDITOR'S)	
COMMITTEE of GP ACQUISITION,)	
LLC; PROVIDENT BANK; KIMOLOS II,)	
L.P.; ZAPIS CAPITAL; and BENESCH,)	
FRIEDLANDER, COPLAN &)	
& ARONOFF LLP,)	
)	
Appellees.)	
_____)	

**APPELLANTS' DESIGNATION OF RECORD AND STATEMENT
OF ISSUES ON APPEAL UNDER FED. R. BANKR. P. 8006**

Slazengers Limited; Dunlop Slazenger International Limited; Dunlop Sports Group Americas, Inc.; and Dunlop Slazenger Manufacturing LLC (collectively, "Slazenger"), creditors of SGP Acquisition LLC ("SGP"), designate the following documents from the record below and identify the following issues on appeal:

Documents Designated

Docket No.	Filing Date	Description
1	11/30/04	Petition
115	1/07/05	Statement of Financial Affairs
116	1/07/05	Schedules of Assets and Liabilities
142	1/25/05	Transcript of Hearing on January 7, 2005
309	5/27/05	Motion to Convert Chapter 11 Case to a Case Under Chapter 7. Filed by Slazengers Limited, Dunlop Slazenger International Limited, Dunlop Slazenger Manufacturing LLC, and Dunlop Sports Group Americas, Inc.
319	6/14/05	Notice of Deposition Upon Oral Examination of Richard Bongorno. Filed by Slazengers Limited, Dunlop Slazenger International Limited, Dunlop Slazenger Manufacturing LLC, and Dunlop Sports Group Americas, Inc.
329	6/16/05	Objection to Motion for an Order Under 11 U.S.C Section 1112(b) Converting Chapter 11 Case to Case Under Chapter 7. Filed by SGP Acquisition, LLC
345	6/22/05	Motion to Approve Settlement Agreement With the Dunlop Slazenger Entities. Filed by SGP Acquisition, LLC
356	6/27/05	Order Amending Final Order (i) Authorizing PostPetition Secured Superpriority Financing; (ii) Authorizing Debtor's Use of Cash Collateral, and (iii) Granting Adequate Protection
357	6/27/05	Order Approving Settlement Agreement and Rejection of Executory Contracts
364	7/1/05	Motion to Approve Settlement Agreement Between the Debtor and Other Key Parties in Interest in this Chapter 11 Case. Filed by SGP Acquisition, LLC
365	7/1/05	Motion to Limit Notice for Order Approving Settlement Agreement Between the Debtor and Other Key Parties in Interest in this Chapter 11 Case. Filed by SGP Acquisition, LLC
369	7/6/05	Order Approving Shortened Notice With Respect to Motion of SGP Acquisition, LLC to Limit Notice for Order Approving Settlement Agreement Between the Debtor and Other Key Parties in Interest in this Chapter 11 Case

Docket No.	Filing Date	Description
373	7/11/05	Objection to Expedited Approval of Proposed Settlement with Insiders Under Fed. R. Bankr. P. 9019(a). Filed by Slazengers Limited, Dunlop Slazenger International Limited, Dunlop Slazenger Manufacturing LLC, and Dunlop Sports Group Americas, Inc.
375	7/12/05	Notice of Deposition of Richard Bongorno Re: Motion to Approve Settlement Agreement Between the Debtor and Other Key Parties in Interest in this Chapter 11 Case. Filed by Slazengers Limited, Dunlop Slazenger International Limited, Dunlop Slazenger Manufacturing LLC, and Dunlop Sports Group Americas, Inc.
376	7/12/05	Notice of Deposition of Steven Sues Re: Motion to Approve Settlement Agreement Between the Debtor and Other Key Parties in Interest in this Chapter 11 Case. Filed by Slazengers Limited, Dunlop Slazenger International Limited, Dunlop Slazenger Manufacturing LLC, and Dunlop Sports Group Americas, Inc.
377	7/12/05	Notice of Agenda of Matters Scheduled for Hearing on July 14, 2005 at 10:30 A.M.
378	7/12/05	Application of Debtor and Debtor in Possession for an Order Authorizing it to Retain and Employ Calfee, Halter & Griswold LLP as Special Counsel <i>Nunc Pro Tunc</i> to June 30, 2005
379	7/13/05	Response to the Objection of Slazenger Group to Motion for Entry of an Order Approving Settlement Agreement Between the Debtor and Other Key Parties in Interest in this Chapter 11 Case. Filed by SGP Acquisition, LLC
380	7/13/05	Amended Notice of Agenda of Matters Scheduled for Hearing on July 14, 2005 at 10:30 A.M.
381	7/13/05	Proposed Order Under Rule 9019 of the Federal Rules of Bankruptcy Procedure Approving Settlement Agreement Between the Debtor and Other Key Parties in Interest in this Chapter 11 Case. Filed by SGP Acquisition, LLC
386	7/15/05	Order Approving Settlement Agreement Between the Debtor and Other Key Parties in Interest in this Chapter 11 Case
391	7/19/05	Transcript of Deposition of Richard Bongorno on June 17, 2005
401	7/26/05	Transcript of Hearing on July 14, 2005

412	8/8/05	Order Authorizing Debtors and Debtors in Possession to Retain and Employ Calfee, Halter & Griswold LLP as Special Counsel <i>Nunc Pro Tunc</i> June 30, 2005
423	8/19/05	Order Under Rule 9019 of the Federal Rules of Bankruptcy Procedure Approving Settlement Agreement Between the Debtor and Other Key Parties in Interest in this Chapter 11 Case

Issues on Appeal

1. Whether the bankruptcy court erred in holding that Slazenger lacked standing to object to the proposed settlement between SGP and its insiders, Kimolos II, L.P. ("Kimolos") and Zapis Capital ("Zapis") (collectively, the "Insiders").

2. Whether the bankruptcy court erred in expediting and approving SGP's settlement with the Insiders, over Slazenger's objection and without taking evidence or allowing discovery.

3. Whether the bankruptcy court erred in approving SGP's proposed financing with the Insiders in the absence of a factual showing when SGP's motion for approval of the proposed settlement, dated July 1, 2005, expressly stated that the "parties are presently documenting the detailed terms of this supplemental financing arrangement [and SGP] will [subsequently] file a separate motion for approval of the debtor-in-possession financing arrangement"

Dated: August 29, 2005
Wilmington, Delaware

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